**DPLA Board of Directors Call: Internal Version**

March 11, 2013: 4:00 PM EST

**Participating Board members**: John Palfrey (President), Cathy Casserly (Treasurer), Luis Herrera [*absent: Paul Courant, Laura DeBonis (Secretary)*]

**Additional Participants**: Dan Cohen (DPLA Executive Director), Rebekah Heacock (DPLA Secretariat), Kenny Whitebloom (DPLA Secretariat), Maura Marx (DPLA Secretariat)

**INTRODUCTION**

John Palfrey welcomed Dan Cohen, founding Executive Director of the DPLA, and commenced the call at 4:03 PM EST. Palfrey explained the general structure of past Board calls and reviewed the items on the agenda.

**CHARTER AND BYLAWS**

The DPLA, Inc. was formed in Fall 2012. Palfrey explained that at that time the DPLA decided to generate a fairly standard [charter](https://docs.google.com/document/d/1pdmlHpZW9Mom76eAxDmM1m88qc_LKd0VGq9oMx5imf4/edit) and [bylaws](https://docs.google.com/document/d/1nqVU4kkJXU6bk6GV1B1zkQEZZeKmoiUZQOnUgBs4h8U/edit), with the idea being that it would open them up for extended public comment. As the new organization grew, the Board, Executive Director, and others would make a number of adjustments to bring the documents more in line with the spirit of the DPLA. Over the coming weeks and months, the DPLA will update these two documents to reflect suggested edits from the Governance workstream, the Board, DPLA staff, and members of the public who commented on the public copies.

Director Cathy Casserly discussed the staggering of Board terms, noting the need for staggered terms to avoid coterminous Board appointments. In a previous meeting, Palfrey and Director Paul Courant volunteered to serve shorter terms, if needed.

Director Luis Herrera noted that the number of Board Directors as enumerated in the bylaws—currently set at a maximum of 9 and minimum of 3—was worth revising. The Board discussed the importance of group size and the need to strike an appropriate balance between size and diversity of background. Herrera said that 9 Directors would not give the Board much flexibility and that the 3 person minimum was too low. Casserly suggested implementing ranges, with 5 – 7 Directors on the low end and 10 – 12 Directors on the high end. Herrera concurred that the range would provide enough flexibility.

Palfrey asked Dan Cohen what his preference was in terms of Board size. While Cohen deferred to the Board’s judgment on this matter, he said that he would prefer a leaner Board that could move quickly, and with which he could communicate news and proposals easily. The Advisory Board alleviates some of the size issues, he pointed out, but there is always a need to get a diversity of perspective with regard to governance. Cohen said a Board above 15 members would be undesirable.

Palfrey concluded by stating that the process of updating the documents wouldn’t likely take too long based on these and other comments.

**REVISED METADATA POLICY**

The DPLA Secretariat, in coordination with the Berkman Center for Internet & Society Cyberlaw Clinic, is currently drafting a metadata policy statement for the DPLA. Previous incarnations of the document have been discussed during past Board meetings.

In the [revised policy](http://blogs.law.harvard.edu/dplaalpha/files/2013/03/DPLA-Metadata-Policy-Statement-CLEAN-March-5-2013.pdf), the DPLA states that in those instances in which copyright may protect the metadata in question, the DPLA and its partners have decided to dedicate it to the public domain pursuant to a “[CC0 license](http://creativecommons.org/publicdomain/zero/1.0/legalcode).” Casserly noted that Creative Commons officially used the phrase “CCO Public Domain Dedication.” A correction will be incorporated into the next version.

Herrera noted that he affirmatively supports section three of the policy statement.

Palfrey opened up the discussion for public comment. Cohen voiced concern that the term “raw” in the final sentence of the second section—“*This means that any raw metadata imported into the DPLA, which is protected by copyright, is provided under a CC0 license*”—is unclear and may cut against the purpose of the policy statement. Palfrey agreed and asked that the Secretariat and Berkman Center Cyberlaw Clinic strike the word from the sentence.

James Shulman from ArtStor noted that clarifying the difference between the terms “CCo Public Domain Dedication” and “license” is especially important in the museum context. Striking the word “raw” is also significant, especially for potential Content Hubs, since in his experience a lot of partner institutions do not want to exert any new rights over the data.

**QUESTIONS/COMMENTS FROM THE PUBLIC**

Palfrey invited Dan Cohen to say a few things regarding his recent appointment as DPLA Executive Director. Cohen said that he was gratified to be given the opportunity to talk and evangelize for the DPLA. One of the main things that he would like to do is to articulate that the DPLA is a complement and supplement to the work of public libraries and cultural heritage institutions. He mentioned that he was very open to reaching all kinds of new audiences.

Palfrey reminded members of the public that the [DPLA Launch](http://dp.la/get-involved/events/launch/), scheduled for April 18-19, 2013 at the Boston Public Library, would feature a two-hour open Board meeting on April 18 from 3:00–5:00 PM.

Palfrey concluded the open portion of the call at approximately 4:40 and brought the Board into executive session to further discuss metadata considerations (privileged legal advice), transitioning from a Berkman Center-based planning initiative to DPLA, Inc. (personnel), and recommendations from the Nominating Committee (personnel).